



ACTION ITEM
February 15, 2017

TO: Board of Directors

**FROM: Administration & Finance Committee
(Directors Thomas, Barbre, Finnegan)**

Robert Hunter
General Manager

Staff Contacts: Maribeth Goldsby

SUBJECT: Consider Revisions to Administrative Code

STAFF RECOMMENDATION

The Staff recommends that the Administration & Finance (A&F) Committee consider and discuss the various options proposed to amend the administrative code, decide which concepts should be moved forward for action or further discussion and instruct the staff as to necessary follow-up actions for future committee or board discussions or actions.

COMMITTEE RECOMMENDATION

Committee recommends (To be determined at Committee meeting)

DETAILED REPORT

A number of potential revisions have been identified by Directors and Staff over the last few months. Each is discussed in the following sections and referenced administrative code sections are attached.

a. Admin Code Sections 1200-1211; Committees

The concept has been raised to the Board of Directors of forming a “consolidated” or “combined agency” committee. This structure would consist of one committee with members appointed by more than one organization (e.g., MWDOC and OCWD). This combined agency committee structure does not currently exist in MWDOC’s

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Fiscal Impact (explain if unbudgeted):			

administrative code and would need to be created through a formal revision. Current committee types are limited to standing and special (ad hoc) and membership is limited to three MWDOC Directors. Section 1200 states that “Standing and Special Committees are responsible for reporting their findings and making recommendations to the Board of Directors. Committees are not empowered to act for the Board...”

There are two existing committee structures that are similar in function to the combined agency committee proposal. MWDOC currently has a standing committee entitled the MWDOC/OCWD Joint Planning Committee. This committee consists of three MWDOC Directors and meets jointly with a separate committee consisting of OCWD Directors. The administrative code section outlines that “the Committee shall study, advise, and make recommendations with regard to policies and practices of joint interest to OCWD and MWDOC; discuss MET policies and programs as they relate to OCWD; and discuss other items as necessary for efficient coordination between imported and local OCWD supplies.” It is not a combined committee but two independent committees meeting together.

The other similar committee structure is the Special or ad hoc committee. Section 1211 states “Special (Ad Hoc) Committees may be established by an action of the Board for the purpose of considering, studying, reviewing and making recommendations to the Board on specific matters and shall be terminated when the task is completed. A special Committee may, at the direction of the Board, meet with certain individuals or entities and report its findings to the Board for its consideration. Special Committees shall be composed of no more than three members of the Board.” The directed interaction with third parties may mimic the attributes of a combined agency committee.

As the term is not defined, it is unclear what the anticipated benefits are of a consolidated or combined agency committee and how they would differ from two separate committees meeting jointly or two ad hoc committees from two different organizations meeting with each other. These items need to be discussed to ascertain the desirability of establishing this new committee structure. If the Directors decide that they want to establish the combined agency committee structure in the code then specific instructions should be given to develop proposed language.

b. Section 1301; Timing of Election of Officers

The code currently specifies that the President and Vice President shall be elected to one-year terms at the first regular Board meeting of January of each year. This month was based on the prior State requirement that newly elected officials assume their position on the first Friday in January. The officer elections were therefore at the first Board meeting after the newly elected Directors took office. Because the State has moved the date for assuming office to the first Friday in December the question has been raised as to whether MWDOC should move the election of officers from January to December.

c. Section 1307(8); Process for Removing and Adding Items to/from Board or Committee Agendas

There is very little text in the Administrative Code concerning powers, authority or process to add or remove agenda items from Committee or Board of Directors meeting agendas. Section 1206 states that the “Executive Committee shall review the draft Standing Committee agendas. Any substantive changes to the agendas subsequent to the review by the Executive Committees shall be approved by the Committee Chair.”

Section 1307(8) states that the Board delegates to the General Manager or his designee the authority to “remove or prohibit an item that has passed through a Committee from being presented to the full Board (only with the concurrence of the Committee Chair). This was modified from a previous version that required the concurrence of the President.

In practice, draft committee agendas are prepared by Staff and include any requests made by Directors along with the ongoing business items, standing reports and carry-over items. These items and agendas are reviewed and modified as desired by the Executive Committee. It is not unusual that items are added or deleted from these committee agendas as circumstances change leading up to a committee meeting. Actions may have been delayed or accelerated to cause changes relating to a wide range of items including contracts, grants, outside agency reports, legislation, etc. These changes to agendas are discussed by the Committee Chair and General Manager and apparently have not raised significant concerns in the past from either Directors or Staff.

There have been occasions where a request has been made to add an item directly to the Board agenda subsequent to the committee meeting but more than 72 hours before the Board meeting. By practice this decision has been made by the President but is not specified in the code. Section 1110 of the Administrative Code outlines the conditions and procedures permitting the addition of agenda items for a Board meeting within the 72 hour window; essentially emergency or continued items.

There have been several instances where there has been a need or desire to remove items from the Board agenda that have been advanced by committee. The current Administrative Code language was requested by the General Manager to establish a procedure and bilateral control: General Manager and Director. Prior to this addition the code was silent on the issue.

A policy question has now been asked as to whether anyone should have the authority to remove an item from a Board agenda that has been forwarded by a Committee. Such a change would require modification to the existing code. Based upon the deliberation of the Directors and if they conclude that further definition of current procedures and powers or changes in such should be implemented, then specific language for adoption into the Administrative Code will need to be developed and approved by the Board.

d. Appointments to Committee Upon Vacancy in Committee (due to election)

There are three code sections dealing with the appointment of committee members. The general duty to appoint is listed in Section 1303 under the duties and power of the President and requires the ratification of the Board. Section 1202 – Appointments specifies that the “Board President, by the end of February of each year, shall recommend to the Board the appointment of members of the Standing Committees...Members, including the Committee Chairs, shall be appointed to the Standing and Special Committees by the President and ratified by Board action.” And finally in Section 1204 the Committee Chair has the power to appoint an alternate committee member when one is absent.

Two conditions have been highlighted:

1. Timing of Committee Appointments after Elections – Because of the appointment schedule discussed above under “b.” there is a two month lag between the seating of new Directors in December and the confirmation of committee members in February. The suggestion has been made that either this date should be moved from February to January in the code or that an interim committee appointments to fill vacancies resulting from elections should be made by the President in December.
2. The code is somewhat vague as to the appointment of replacement committee chairs or members to fill vacancies outside of the annual process and it is silent on the issue of changing committee membership during the year. It is advisable to clarify the code on these two points. Presumably that process would reflect the current annual process requirement whereby the President recommends and Board ratifies.